

16-16-1609 Filings required for merger -- Effective date.

- (1) After each constituent entity has approved a merger, articles of merger shall be signed on behalf of each constituent entity by an authorized representative.
- (2) The articles of merger shall include:
 - (a) the name and form of each constituent entity and the jurisdiction of its governing statute;
 - (b) the name and form of the surviving entity, the jurisdiction of its governing statute, and, if the surviving entity is created by the merger, a statement to that effect;
 - (c) the date the merger is effective under the governing statute of the surviving entity;
 - (d) if the surviving entity is to be created by the merger and:
 - (i) will be a limited cooperative association, the limited cooperative association's articles of organization; or
 - (ii) will be an entity other than a limited cooperative association, the organizational document that creates the entity;
 - (e) if the surviving entity is not created by the merger, any amendments provided for in the plan of merger to the organizational document that created the entity;
 - (f) a statement as to each constituent entity that the merger was approved as required by the entity's governing statute;
 - (g) if the surviving entity is a foreign organization not authorized to transact business in this state, the street address and, if different, mailing address of an office which the division may use for the purposes of Section 16-16-120; and
 - (h) any additional information required by the governing statute of any constituent entity.
- (3) Each limited cooperative association that is a party to a merger shall deliver the articles of merger to the division for filing.
- (4) A merger becomes effective under this part:
 - (a) if the surviving entity is a limited cooperative association, upon the later of:
 - (i) compliance with Subsection (3); or
 - (ii) subject to Subsection 16-16-203(3), as specified in the articles of merger; or
 - (b) if the surviving entity is not a limited cooperative association, as provided by the governing statute of the surviving entity.

Amended by Chapter 378, 2010 General Session